

# CORPORATE GOVERNANCE REPORT

## Corporate governance practices

The Company is committed to the establishment of good standards of corporate governance practices by emphasising transparency, accountability and responsibility to our shareholders. The Board reviews its corporate governance practices from time to time in order to meet the rising expectation of shareholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance.

During the Year under review, the Company has applied the principles and complied with the Code Provisions set out in the “Code on Corporate Governance Practices” contained in Appendix 14 of the Listing Rules which came into effect on 1 January 2005 (the “Code”), with the following exceptions:

- (1) The Non-Executive Directors were not appointed for a specific term, but are subject to retirement by rotation and re-election at the Company’s Annual General Meeting in accordance with the Company’s Articles of Association; and
- (2) The Chairman of the Independent Board Committee has not attended the Extraordinary General Meetings of the Company held on 23 February 2006 and 18 August 2006. The Company will endeavor to ensure that the Chairman of the Independent Board Committee (if any) would also be available to answer questions at any future general meeting to approve a connected transaction or any other transaction that is subject to independent shareholders’ approval.

## Directors’ securities transactions

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code during the Year under review.

## Board of directors

The Board is collectively responsible to oversee the management of business and affairs of the Group. The Board currently is comprised of a total of eleven directors, with seven Executive Directors, one Non-Executive Director and three Independent Non-Executive Directors.

The names of the Directors are set out in the Company’s 2006 Annual Report under the section headed “Corporate Information”.

During the period from 1 January 2006 to the date of this annual report, the Board held six meetings, the particulars of which are as follows:

<b>Date of meeting</b>	<b>Attendees</b>
25 January 2006	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Mr. Zheng Changyong and Dr. Wu Jiesi.
7 April 2006	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Mr. Zheng Changyong, Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit.
17 August 2006	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Mr. Zheng Changyong, Mr. Che Shujian and Mr. Lau Wai Kit.

# 企業管治報告書

## 企業管治常規

本公司致力於透過著重對全體股東的透明度、問責性及負責任制訂良好的企業管治常規。董事會不時審閱其企業管治常規，以配合股東更高的期望及附合越趨嚴謹的規則要求，並履行其優質企業管治的承諾。

於本年度內，本公司已遵守從二零零五年一月一日起生效的上市規則附錄14所載之企業管治常規守則（「守則」）的守則規定及實施其原則，惟下列除外：

- (1) 非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任；及
- (2) 獨立董事委員會主席未有出席本公司於二零零六年二月二十三日及二零零六年八月十八日舉行的特別股東大會。本公司將確保獨立董事委員會主席（如有），於日後有關批准關連交易或批准任何其他需要獨立股東批准的交易之股東大會上回答提問。

## 董事進行證券交易

本公司已採納上市規則附錄10所載的標準守則作為有關董事進行證券交易的守則。在向所有董事作出特定查詢後，所有董事確認於年內已遵守標準守則規定所載的要求標準。

## 董事會

董事會共同負責監察本集團的業務及各事務的管理工作。董事會現時由十一位董事組成，包括七位執行董事、一位非執行董事及三位獨立非執行董事。

董事名單詳載於本公司二零零六年年報「公司資料」標題下之內文。

由二零零六年一月一日起至本年報日期，董事會曾舉行以下六次會議：

會議日期	出席者
二零零六年一月二十五日	馮曉增先生、林帆先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生、鄭常勇先生及武捷思博士。
二零零六年四月七日	馮曉增先生、林帆先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生、鄭常勇先生、武捷思博士、車書劍先生及劉偉傑先生。
二零零六年八月十七日	馮曉增先生、林帆先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生、鄭常勇先生、車書劍先生及劉偉傑先生。

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4 December 2006	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Zheng Changyong, Dr. Wu Jiesi and Mr. Che Shujian
2 January 2007	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Mr. Zheng Changyong, Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit.
26 March 2007	Mr. Feng Xiaozeng, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Mr. Che Shujian and Mr. Lau Wai Kit.

The Board formulates overall strategy of the Group, monitors its financial performance and maintains effective supervision over the management. Daily operations and administration are delegated to the management. During the year under review, none of Directors above has or maintained any financial, business, family or other material/relevant relationship with any of the other Directors.

The Non-Executive Director and the Independent Non-Executive Directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's articles of association.

## Chairman and Chief Executive Officer

The Chairman and Chief Executive Officer are Mr. Feng Xiaozeng and Mr. Ng Yu Lam, Kenneth. Their roles are clearly defined and segregated and are not exercised by the same individual.

## Nomination of director

The Company has not established a nomination committee. The appointment of a director is the responsibility of the Board. The Board did not nominate or appointed any new directors during the Year under review.

## Remuneration committee

A Remuneration Committee with specific written terms of reference was established by the Company on 24 February 2005.

The principal duties of the Remuneration Committee include the making of recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management; the establishment of a formal and transparent procedure for developing the policy on such remuneration and to determine the specific remuneration packages of all executive directors and senior management.

The main principles of the Group's remuneration policies are:

- (a) Remuneration should be determined by taken into consideration factors such as salaries paid by comparable companies, time commitment, responsibility, employment conditions elsewhere in the Group and the desirability of performance-based remuneration;
- (b) Performance-based remuneration should be reviewed and approved by reference to the corporate goals and objectives approved by the Board from time to time; and
- (c) No director should be involved in deciding his or her own remuneration.

# 企業管治報告書

二零零六年十二月四日 馮曉增先生、林帆先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、鄭常勇先生、武捷思博士及車書劍先生。

二零零七年一月二日 馮曉增先生、林帆先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生、鄭常勇先生、武捷思博士、車書劍先生及劉偉傑先生。

二零零七年三月二十六日 馮曉增先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生、車書劍先生及劉偉傑先生。

董事會擬定本集團之整體戰略，監管其財務表現及維持管理層的有效監督。日常營運及行政將委派予管理層。於回顧年度，上述之董事概無與任何其他董事有或保持任何財務、業務、家族或其他重大／相關關係。

非執行董事及獨立非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任。

## 董事長及總裁

董事長及總裁分別為馮曉增先生及吳俞霖先生。董事長及總裁的角色是清晰界定及分開的，並非由同一人士擔任。

## 董事的任命

本公司並未有成立提名委員會。董事的任命由董事會負責。於年內，董事會並無提名或任命任何新董事。

## 薪酬委員會

本公司於二零零五年二月二十四日成立具有特定成文權責範圍的薪酬委員會。

薪酬委員會的主要職責包括就所有董事及高級職員的薪酬向董事會提交建議的公司政策及架構；設立正式及富透明度的程序去制定該等薪酬的政策及訂定全體執行董事及高級職員的特定薪酬待遇。

本集團薪酬政策之主要原則包括下列各項：

- (a) 薪酬應考慮如同類公司支付的薪酬，付出時間、職責、集團內其他職位的僱用條件及應否按表現釐定薪酬等因素而釐定；
- (b) 在審閱及批准按表現而釐定的薪酬時，應參照董事會不時已核准的公司目標；及
- (c) 董事不應參與釐定其自身的薪酬。

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The Remuneration Committee currently comprises of the three Independent Non-Executive Directors, namely Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit, the Chairman, Mr. Feng Xiaozeng, and the Chief Executive Officer, Mr. Ng Yu Lam, Kenneth.

The Remuneration Committee held a meeting on 30 June 2006 considering and approving the payment of directors' bonus for the year 2005. The meeting was attended by all the prevailing committee members, namely Dr. Wu Jiesi, Mr. Che Shujian, Mr. Lau Wai Kit, Mr. Feng Xiaozeng, and Mr. Ng Yu Lam, Kenneth. During the period from 1 January 2006 to the date of this annual report, the Remuneration Committee also approved the granting of share options and discretionary bonuses to the directors of the Group by means of written resolutions in three occasions.

## Auditors' remuneration

KPMG are the auditors of the Company. The services provided by them include audit and taxation. During the financial year 2006, the fees for the Group's statutory audit and taxation services were HK\$3,162,000 and HK\$374,000 respectively.

## Audit committee

The Board has adopted the new written terms of reference for the Audit Committee, which are in accordance with the Code. The Audit Committee meets with the Group's senior management and external auditors regularly to review the effectiveness of the internal control system and the interim and annual results of the Group.

The Audit Committee comprises of the three Independent non-Executive Directors, namely Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit, and a Non-Executive Director, Mr. Zheng Changyong. Dr. Wu Jiesi is the Chairman of the Audit Committee.

The interim results, annual results and the system of internal controls of the Company and its subsidiaries for the year 2006 have been reviewed by the Audit Committee.

During the period from 1 January 2006 to the date of this annual report, the Audit committee held three meetings, the particulars of which are as follows:

<b>Date of meeting</b>	<b>Attendees</b>
4 April 2006	Dr. Wu Jiesi, Mr. Che Shujian and Mr. Zheng Changyong
14 August 2006	Dr. Wu Jiesi, Mr. Che Shujian, Mr. Lau Wai Kit and Mr. Zheng Changyong
22 March 2007	Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit

## Directors' responsibility for preparing the financial statements

The Directors acknowledge that it is their responsibility for preparing financial statements which give a true and fair view.

The statement of the auditors of the Company about their responsibilities on the financial statements is set out in the Independent Auditor's Report on page 102.

## Internal control review

The Board has conducted a review of the system of internal controls of the Group in accordance with the New Code. The Board considers that all material internal controls of the Group are proper and effective.

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薪酬委員會的成員包括三位獨立非執行董事，分別為武捷思博士、車書劍先生及劉偉傑先生、董事長馮曉增先生及總裁吳俞霖先生。

薪酬委員會於二零零六年六月三十日舉行會議，審閱及批准發放董事二零零五年度的花紅。當時的全體委員會成員，分別為武捷思博士、車書劍先生、劉偉傑先生、馮曉增先生及吳俞霖先生皆有列席會議。由二零零六年一月一日起至本年報日期，薪酬委員會曾三次以書面通過決議案方式批准授出認股權及酌情花紅給予集團的董事。

## 核數師酬金

畢馬威會計師事務所為本公司的核數師。彼等所提供的服務包括審計及稅務服務。於二零零六年財務年度，有關本集團審計的服務費及稅務服務費分別為3,162,000港元及374,000港元。

## 審核委員會

董事會已根據守則採納新的審核委員會書面權責範圍。審核委員會經常與本集團高級管理層及外間核數師舉行會議，檢討本集團的內部監控系統的成效及中期與年度業績。

審核委員會的成員包括三位獨立非執行董事，分別為武捷思博士、車書劍先生及劉偉傑先生，及一位非執行董事鄭常勇先生。審核委員會的主席由武捷思博士擔任。

審核委員會曾審查本公司及其附屬公司二零零六年度的中期及年度業績，與及內部監控系統。

二零零六年一月一日起至本年報日期，審核委員會曾舉行以下三次會議：

會議日期	出席者
二零零六年四月四日	武捷思博士、車書劍先生及鄭常勇先生。
二零零六年八月十四日	武捷思博士、車書劍先生、劉偉傑先生及鄭常勇先生。
二零零七年三月二十二日	武捷思博士、車書劍先生及劉偉傑先生。

## 董事負責編製財務報表

董事確認編製真實與公允的財務報表是彼等的責任。

有關本公司的核數師就財務報表應承擔的責任聲明，詳列於第102頁獨立核數師報告書內。

## 內部監控系統審查

董事會已根據新守則對本集團的內部監控系統進行審查。董事會認為本集團所有重要的內部監控均為適當及有效。